



Suite 400
301 Carnegie Center
Princeton, NJ 08543-5276
609.452.0808
Fax 609.452.1147

Angelo A. Stio III
direct dial: 609.951.4125
stioa@pepperlaw.com

Dennis R. Casale
Michael J. Mann
Partners-in-Charge, Princeton Office

November 9, 2007

VIA ECF FILING

Honorable Kenneth M. Karas, U.S.D.J.
United States District Court, Southern District of New York
300 Quarropas Street
White Plains, New York 10601

Re: Zager v. TD Banknorth, N.A.
Civ. A. – 07-cv-7500

Dear Judge Karas:

This firm represents defendant TD Banknorth, N.A. in the referenced matter. We write as a follow-up to our November 2, 2007 letter to the Court and in response to the Court's directive that we respond to Plaintiff's request for a pre-motion conference to address Plaintiff's desire to file a motion for class certification at this time.

As a general matter, TD Banknorth does not object to Plaintiff's request for permission to move to certify a class in this matter. TD Banknorth respectfully requests, however, that TD Banknorth be permitted to engage in limited discovery (including obtaining relevant documents in Plaintiff's possession and taking Plaintiff's deposition), before Plaintiff files his class certification motion. In the event Plaintiff intends to rely upon expert testimony to support his motion for class certification, TD Banknorth would also request the opportunity to depose Plaintiff's expert. In addition, TD Banknorth would be willing to respond to reasonable discovery requests from Plaintiff before he files his class certification motion.

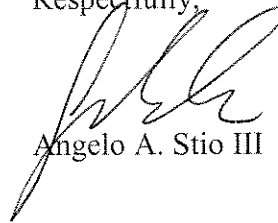
We tried to contact Plaintiff's counsel to discuss an arrangement whereby the parties would take limited discovery prior to the filing of a class certification motion. Plaintiff's counsel, however, is out the office this week and unavailable to speak with us. We intend to discuss this issue with Plaintiff's counsel next week and advise the Court if an agreement is reached. If an agreement on discovery cannot be reached, TD Banknorth will respectfully request, at the December 7th conference, that the Court exercise its discretion and order certain discovery be exchanged in advance of Plaintiff filing his class certification motion.

Pepper Hamilton LLP
Attorneys at Law

Honorable Kenneth M. Karas, U.S.D.J.
November 9, 2007
Page 2

Thank you for your consideration of TD Banknorth's position. If you have any questions or would like to convene a conference call with all counsel, my office would be happy to coordinate a convenient date and time for this teleconference.

Respectfully,

A handwritten signature in black ink, appearing to read 'A. Stio III', written over the printed name.

Angelo A. Stio III

cc: Shmuel Klein, Esq.
Stephen G. Harvey, Esq.